

LAW OFFICES  
**ALLEN H. HARRISON, JR.**  
SUITE 706  
2009 NORTH 14<sup>TH</sup> STREET  
ARLINGTON, VIRGINIA 22201

TELEPHONE (703) 524-8309  
FAX (703) 524-3035

RECORDATION NO. 22740-A FILED

OCT 30 '00 10-02 AM

October 30, 2000

<sup>TS</sup>  
SURFACE TRANSPORTATION BOARD

Recordation No. 22740-A

Dear Mr. Williams:

On behalf of Flex Leasing I, LLC, I submit for filing and recording under 49 U.S.C. § 11301 (a) and the regulations applicable thereunder, executed counterparts of a secondary document, not previously recorded, entitled Memorandum of Full Termination of Use Agreement ("Full Termination") dated as of October 25, 2000.

The party to the enclosed Full Termination is:

Flex leasing I, LLC  
Suite 300  
234 Front Street  
San Francisco, CA 94111

- TERMINATOR

The said Full Termination, among other things, is a full and complete termination of the Memorandum of Use Agreement between Flex Leasing I, LLC, as Lessor and CSX Transportation, Inc., as Lessee, recorded under Recordation No. 22740, and the Full Termination should be recorded under the next available letter under Recordation No. 22740, which letter we believe to be "-A".

The equipment covered by the instant Full Termination is all the equipment covered by the Memorandum of Use Agreement recorded under Recordation No. 22740.

A short summary of the Full Termination to appear in the Surface Transportation Board Index is as follows:

"Full termination of Memorandum of Use Agreement under Recordation No., 22740."

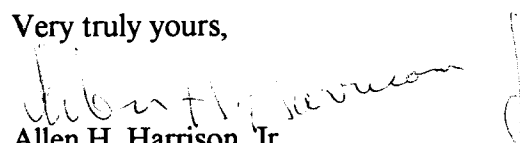
Please enter under this Recordation No. the following cross index reference:

"See Recordation Nos. 21888-G and 21888-<sup>P</sup>~~Q~~".

Enclosed is a check in the amount of fifty-two dollars (\$52.00) in payment of the filing fee (\$26.00) and the cross indexing fee (\$26.00).

Once the filing has been made, please return to bearer the stamped counterpart(s) of the document not required for filing purposes, together with the letter from the Surface Transportation Board acknowledging the filing and the two extra copies of this letter of transmittal.

Very truly yours,

  
Allen H. Harrison, Jr.  
*Attorney for Flex Leasing I, LLC,  
for the purpose of this filing.*

Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Enclosures

BY HAND

8212-020

## MEMORANDUM OF FULL TERMINATION OF USE AGREEMENT

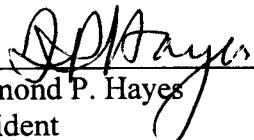
**FLEX LEASING I, LLC** filed (i) that certain Memorandum of Use Agreement with (a) the Surface Transportation Board (the "STB"), Recordation No. 22740, on January 27, 2000 at 2:58 p.m. and (b) the Registrar General of Canada (the "RGC") on the 31st day of January, A.D. 2000 at 1:42 p.m., relating to the letter agreement described below:

That certain letter agreement for the use of freight cars dated as of January 7, 2000 (the "Use Agreement") between **FLEX LEASING I, LLC**, a Delaware limited liability company ("Lessor") having its chief executive office at 234 Front Street, Suite 300, San Francisco, California 94111, as successor lessor by assignment from Flex Leasing Corporation, a Delaware corporation ("Flex"), having its chief executive office at 234 Front Street, Suite 300, San Francisco, California 94111, and **CSX TRANSPORTATION, INC.** ("Lessee"), having its chief executive office at 500 Water Street, Jacksonville, Florida 32202.

The duties and obligations of the parties to the Use Agreement have been satisfied and discharged. The terms of the said Use Agreement have run, have not been renewed, and have therefore expired. Wherefore, this filing hereby fully terminates of record the Use Agreement.

Dated as of October 27, 2000

**FLEX LEASING I, LLC**

  
\_\_\_\_\_  
Desmond P. Hayes  
President

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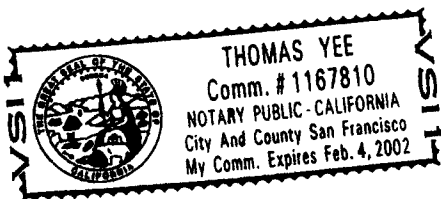
**SURFACE TRANSPORTATION BOARD**

STATE OF CA )  
 ) ss:  
COUNTY OF SF )

On this 25<sup>th</sup> day of October, 2000, personally came before me, Desmond P. Hayes, who, being by me duly sworn, says he is President of Flex Leasing I, LLC and that said writing was signed on the date hereof by him on behalf of said company by its authority duly given. The said President acknowledged the said writing to be the act and deed of said company.

Witness my hand and notarial seal this 25<sup>th</sup> day of October, 2000.

SEAL



Thomas Yee  
Notary Public  
My Commission Expires: Feb. 4, 2002